

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

<b>In re:</b>  <b>FIELDWOOD ENERGY, LLC, <i>et al.</i>,</b>  <b>Debtors.<sup>1</sup></b>	§ § § § §	<b>Chapter 11</b>  <b>Case No. 20-33948 (MI)</b>  <b>(Jointly Administered)</b>
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**EMERGENCY MOTION OF BP EXPLORATION & PRODUCTION INC.  
TO FILE CONFIDENTIAL EXHIBITS UNDER SEAL**

EMERGENCY RELIEF HAS BEEN REQUESTED. A HEARING WILL BE CONDUCTED ON THIS MATTER ON JUNE 18, 2021 AT 9:30 A.M. (PREVAILING CENTRAL TIME) BEFORE THE HONORABLE MARVIN ISGUR, BOB CASEY UNITED STATES COURTHOUSE, 515 RUSK STREET, 4TH FLOOR, COURTROOM 404, HOUSTON, TEXAS 77002. YOU MAY PARTICIPATE IN THE HEARING EITHER IN PERSON OR BY AUDIO/VIDEO CONNECTION.

AUDIO COMMUNICATION WILL BE BY USE OF THE COURT'S DIAL-IN FACILITY. YOU MAY ACCESS THE FACILITY AT (832) 917-1510. YOU WILL BE RESPONSIBLE FOR YOUR OWN LONG-DISTANCE CHARGES. ONCE CONNECTED, YOU WILL BE ASKED TO ENTER THE CONFERENCE ROOM NUMBER. JUDGE ISGUR'S CONFERENCE ROOM NUMBER IS 954554.

YOU MAY VIEW VIDEO VIA GOTOMEETING. TO USE GOTOMEETING, THE COURT RECOMMENDS THAT YOU DOWNLOAD THE FREE GOTOMEETING APPLICATION. TO CONNECT, YOU SHOULD ENTER THE MEETING CODE "JUDGE ISGUR" IN THE GOTOMEETING APP OR CLICK THE LINK ON JUDGE ISGUR'S HOME PAGE ON THE SOUTHERN DISTRICT OF TEXAS WEBSITE. ONCE CONNECTED, CLICK THE SETTINGS ICON IN THE UPPER RIGHT CORNER AND ENTER YOUR NAME UNDER THE PERSONAL INFORMATION SETTING.

HEARING APPEARANCES MUST BE MADE ELECTRONICALLY IN ADVANCE OF THE HEARING. TO MAKE YOUR ELECTRONIC APPEARANCE, GO TO THE SOUTHERN DISTRICT OF TEXAS WEBSITE AND SELECT "BANKRUPTCY COURT" FROM THE TOP MENU. SELECT "JUDGES' PROCEDURES," THEN "VIEW HOME PAGE" FOR JUDGE ISGUR. UNDER "ELECTRONIC APPEARANCE" SELECT "CLICK HERE TO SUBMIT ELECTRONIC APPEARANCE". SELECT THE CASE NAME, COMPLETE THE REQUIRED FIELDS AND CLICK "SUBMIT" TO COMPLETE YOUR APPEARANCE.

IF YOU OBJECT TO THE RELIEF REQUESTED OR YOU BELIEVE THAT EMERGENCY CONSIDERATION IS NOT WARRANTED, YOU MUST EITHER APPEAR AT THE HEARING OR FILE A WRITTEN RESPONSE PRIOR TO THE HEARING. OTHERWISE, THE COURT MAY TREAT THE PLEADING AS UNOPPOSED AND GRANT THE RELIEF REQUESTED.

RELIEF IS REQUESTED NOT LATER THAN JUNE 18, 2021.

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, as applicable, are: Fieldwood Energy LLC (6778), Fieldwood Energy Inc. (4991), Fieldwood Onshore LLC (3489), Fieldwood SD Offshore LLC (8786), Fieldwood Energy Offshore LLC (4494), Fieldwood Offshore LLC (2930), GOM Shelf LLC (8107), FW GOM Pipeline, Inc. (8440), Galveston Bay Procession LLC (5703), Galveston Bay Procession LLC (0422), Fieldwood Energy SP LLC (1971), Dynamic Offshore Resources NS, LLC (0158), Bandon Oil and Gas, LP (9266), and Bandon Oil and Gas GP, LLC (9172). The Debtors' primary mailing address is 2000 W. Sam Houston Parkway S., Suite 1200, Houston, TX 77042.

BP Exploration & Production Inc. (“BP”) submits this emergency motion (the “Emergency Motion”) for entry of an order, substantially in the form attached hereto as **Exhibit A** (the “Proposed Order”), pursuant to sections 105(a) and 107(b) of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”), Rule 9018 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and the *Order Temporarily Suspending Bankruptcy Local Rule 9037-1 Regarding the Filing of Sealed Documents* (the “Sealed Documents Order”), authorizing BP to file under seal unredacted copies of three categories of exhibits for the upcoming confirmation hearing: (1) the Plan Feasibility Analysis, dated May 10, 2021, prepared by Edward M. McDonough, Managing Director, Alvarez & Marsal, which was prepared in connection with BP’s Confirmation Objection and the Confirmation Hearing before this Court as well as demonstrative exhibits prepared by Mr. McDonough (the “Expert Exhibits”); (2) documents produced by the Debtors related to financial projections, ARO costs, and general and administrative expenses and confidential agreements to which Fieldwood is a party (the “Debtor Exhibits”); and (3) confidential agreements to which BP is a party (the “BP Exhibits”) (collectively, the “Confidential Exhibits”)<sup>2</sup>. In compliance with Paragraph 2(f) of the Sealed Documents Order, BP served, by electronic mail, unredacted copies of the Confidential Exhibits to (a) the Debtors and (b) the Office of the United States Trustee for the Southern District of Texas (the “U.S. Trustee”). In support of this Motion, BP respectfully states as follows:

### **JURISDICTION AND VENUE**

1. The United States Bankruptcy Court for the Southern District of Texas (the “Court”) has jurisdiction over this Emergency Motion pursuant to 28 U.S.C. § 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b). Venue is proper under 28 U.S.C.

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<sup>2</sup> A brief description of the Confidential Exhibits are attached hereto as **Exhibit B**.

§§ 1408 and 1409. The bases for the relief requested herein are sections 105(a) and 107(b) of the Bankruptcy Code, Bankruptcy Rule 9018, and the Sealed Documents Order.

### **BACKGROUND**

#### **A. The Bankruptcy Cases**

2. On August 3, 2020, each of the Debtors filed with this Court a voluntary petition for relief under chapter 11 of the Bankruptcy Code.

3. On April 9, 2021, the Debtors filed their *Fourth Amended Joint Chapter 11 Plan of Fieldwood Energy LLC and Its Affiliated Debtors* [Docket No. 1252] (the “Plan”).

4. On May 10, 2021, in accordance with the Court’s Scheduling Order dated April 6, 2021 [Docket No. 1224], BP served on the Debtors a copy of the Confidential Exhibit.

5. On June 2, 2021, BP filed *BP Exploration & Production Inc.’s Objection to Confirmation of the Fourth Amended Joint Chapter 11 Plan of Fieldwood Energy LLC and Its Affiliated Debtors* [Docket No. 1468] (the “Confirmation Objection”).

6. A hearing to consider confirmation of the Plan is presently scheduled for June 18, 2021 (the “Confirmation Hearing”).

#### **B. The Sealed Exhibits**

7. Significant portions of the Expert Exhibits are based on, or contain information that is considered, “Highly Confidential Material” as designated by the Debtors pursuant to the Amended Stipulated Protective Order filed on March 12, 2021 [Docket No. 989] (the “Protective Order”). Thus, BP seeks leave from this Court to file the Expert Exhibits under seal. Because the Debtors have designated a significant portion of the information upon which the Expert Exhibits are based as highly sensitive and subject to “Highly Confidential Material” confidentiality

restrictions, BP maintains that such information be kept confidential and that an unredacted version of the Confidential Exhibit be filed under seal.

8. The Debtor Exhibits were produced to BP by the Debtors and variously designated as “Confidential” or “Highly Confidential” pursuant to the Protective Order. BP therefore seeks leave from the Court to file the Debtor Exhibits under seal and maintains that such information be kept confidential and that an unredacted version of the Debtor Exhibits be filed under seal.

9. The BP Exhibits are confidential commercial agreements to which BP is a party that contain confidential commercial, financial and/or business information as well as proprietary contractual terms and provisions that are not normally disclosed to the public in the ordinary course of business.

10. BP has contacted the Debtors and requested that they propose redactions to the Expert Exhibits and the Debtor Exhibits, and will be prepared to file redacted versions subject to the Debtors’ redactions.

#### **BASIS FOR RELIEF**

11. Section 105(a) of the Bankruptcy Code, which codifies the Court’s inherent equitable powers, also empowers the Court to “issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title.” 11 U.S.C. § 105(a). Further, pursuant to section 107(b) of the Bankruptcy Code, the Court is authorized to issue orders to protect entities with respect to certain confidential or commercial information. *Id.* § 107(b).

12. Bankruptcy Rule 9018 implements section 107(b) of the Bankruptcy Code and provides, in relevant part: “On motion or on its own initiative, with or without notice, the court may make any order which justice requires (1) to protect the estate or any entity in respect of a trade secret or other confidential research, development, or commercial information.” FED. R.

BANKR. P. 9018. Furthermore, the Sealed Documents Order authorizes the Court to limit public access to certain documents.

13. Once the Court determines that a party in interest is seeking protection of information that falls within one of the categories enumerated in section 107(b) of the Bankruptcy Code, “the court is required to protect a requesting interested party and has no discretion to deny the application.” *In re Faucett*, 438 B.R. 564, 567 (Bankr. W.D. Tex. 2010) (quoting *Video Software Dealers Ass’n v. Orion Pictures Corp. (In re Orion Pictures Corp.)*, 21 F.3d 24, 27 (2d Cir. 1994)); *see also In re Global Crossing*, 295 B.R. 720, 725 (Bankr. S.D.N.Y. 2003) (stating that the purpose of Bankruptcy Rule 9018 is to “protect business entities from disclosure of information that could reasonably be expected to cause the entity commercial injury.”).

14. Courts have also stated that commercial information need not rise to the level of a trade secret to be protected under section 107(b) of the Bankruptcy Code. *See In re Meyrowitz*, 2006 WL 6544093, at \*2 (Bankr. N.D. Tex. Oct. 27, 2006); *see also Faucett*, 438 B.R. at 568 (Bankr. W.D. Tex. 2010) (quoting *Orion Pictures Corp.*, 21 F.3d at 28).

15. Here, the Expert Exhibits and the Debtor Exhibits, respectively, contain information deemed “Highly Confidential Material” or have been marked “Confidential” or “Highly Confidential” by the Debtors in accordance with the Protective Order. The BP Exhibits are confidential commercial agreements to which BP is a party that contain confidential commercial, financial and/or business information as well as proprietary contractual terms and provisions that are not normally disclosed to the public in the ordinary course of business. Therefore, BP requests leave from the Court to file the Confidential Exhibits under seal. As set forth above, BP has requested that the Debtors provide BP with proposed redactions to the Expert

Exhibits and the Debtor Exhibits and BP is awaiting a response. BP will be prepared to file on the Court's public docket a redacted version of these exhibits upon receipt of the Debtors' redactions.

16. Consideration of the Emergency Motion on an emergency basis is critical to permit BP to use the Confidential Exhibits at the Confirmation Hearing. Therefore, BP now moves to file under seal the Confidential Exhibits. In accordance with Paragraph 2(f) of the Sealed Documents Order, BP has served the Debtors and the U.S. Trustee, via electronic mail, with the unredacted Confidential Exhibits.

**WHEREFORE**, BP respectfully requests that the Court enter the Proposed Order, substantially in the form attached hereto as **Exhibit A**, granting the relief requested in this Emergency Motion and such other and further relief the Court may deem proper.

Date: June 16, 2021

Respectfully submitted,

**GREENBERG TRAURIG, LLP**

By: /s/ Shari L. Heyen

Shari L. Heyen (SBN 09564750)

HeyenS@gtlaw.com

Karl D. Burrer (SBN 24043584)

BurrerK@gtlaw.com

1000 Louisiana Street, Suite 1700

Houston, Texas 77002

Telephone: (713) 374-3500

Facsimile: (713) 374-3505

– and –

Craig A. Duewall (admitted *pro hac vice*)

Texas State Bar Number 24025334

DuewallC@gtlaw.com

300 West 6<sup>th</sup> Street, Suite 2050

Austin, Texas 78701

Telephone: (512) 320-7200

Facsimile: (512) 320-7210

***Counsel for BP Exploration & Production Inc.***

**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that on June 16, 2021, I caused a copy of the foregoing to be served on all parties eligible to receive service through the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas by electronic mail.

By: /s/ Karl D. Burrer  
Karl D. Burrer